

# Bylaws

## ARTICLE I. NAME OF ORGANIZATION

Mackinac County Wellness Coalition

## ARTICLE II. PURPOSE

### Section 1. Nonprofit Purpose

The Mackinac County Wellness Coalition's (MCWC) mission is to create, promote and sustain community health.

### Section 2. Specific Purpose

The Mackinac County Wellness Coalition is composed of various community partners who believe nutritious foods, outdoor physical activity, mental wellness, tobacco-free living, healthy school engagements and community collaboration are essential for community health in Mackinac County.

## ARTICLE III. MEMBERSHIP

### Section 1. Eligibility for Membership

The Board of the Mackinac County Wellness Coalition shall consist of seven trustees chosen for their fitness for office by MCWC member election. Terms are for 3 years with staggered terms. Each trustee may be re-appointed.

### Section 2. Rights of Members

Each member shall be eligible to appoint one voting representative to cast the member's vote in association elections.

### Section 3. Resignation and Termination

Any member may resign by filing a written resignation with the secretary. A member can have their membership terminated by a majority vote of the membership.

### Section 4. Non-voting Membership

The board shall have the authority to establish and define non-voting categories of membership.

## ARTICLE IV. MEETINGS OF MEMBERS

### Section 1. Regular Meetings

Regular meetings of the members shall be held monthly, at a time and place designated by the chair.

## **Section 2. Annual Meetings**

An annual meeting of the members shall take place in the month of January, the specific date, time and location of which will be designated by the chair. At the annual meeting the members shall elect directors and officers, receive reports on the activities of the association, and determine the direction of the association for the coming year.

## **Section 3. Special Meetings**

Special meetings may be called by the chair or a simple majority of the board.

## **Section 4 Notice of Meetings**

Notice of each meeting shall be given to each voting member not less than two weeks prior to the meeting.

## **Section 5. Quorum and Voting**

A quorum of four trustees is necessary for the transaction of business. A lesser number may adjourn to a future date. All issues to be voted on shall be decided by a simple majority of those present at the meeting in which the vote takes place.

# **ARTICLE V. BOARD OF DIRECTORS**

## **Section 1. General Powers**

The affairs of the Mackinac County Wellness Coalition shall be managed by its Board of Directors. The Board of Directors shall have control of and be responsible for the management of the affairs and property of the coalition. The following essential responsibilities should be fulfilled by each trustee:

**A. Attend all Board meetings.** Boards conduct their business at meetings. If members fail to attend, the Board cannot function effectively. A trustee may be asked to resign if he or she misses more than three unexcused meetings per year. Each Board member is requested to call or email the Director beforehand if unable to attend.

**B. Participate at Board meetings.** Each trustee should discuss and make intelligent votes. When a person joins a Board, he or she is expected to contribute so that the best possible group decisions are made.

**C. Be a team player.** Each trustee shares the common concern for the welfare of the coalition. While Board members should feel comfortable expressing disagreement, board members should avoid unnecessary arguing. Trustees should deal with each other with mutual respect and good will.

**D. Support Board Decisions.** Once a decision has been made, trustees should support the decision. Good Board members do not criticize or attack decisions after they have been made. Of course, it is proper to seek reconsideration of the issue should situations change in the future.

## **Section 2. Compensation**

Members of the Board shall not receive any compensation for their services.

## **Section 12. Advisory Council**

An Advisory Council may be created whose members shall be appointed by the members of the Board but who shall have no duties, voting privileges, nor obligations for attendance at regular meetings of the Board. Members of the Advisory Council shall possess the desire to serve the community and support the work of the Corporation by providing expertise and professional knowledge.

# **ARTICLE VI. OFFICERS**

The officers of this Board shall be the Chair, Vice-Chair, Secretary and Treasurer. All officers must have the status of active members of the Board.

## **Section 1. Duties**

The officers shall perform the duties generally associated with their offices and such others as may be designated by the Board.

## **Section 2. Minutes**

Minutes of each Board meeting are to be open and available for public inspection as required by law. A copy shall be given to each Board member and one copy shall be on file.

# **ARTICLE VII. COMMITTEES**

## **Section 1. Committee Formation**

In most matters, the Board shall act as a committee of the whole, but standing or special committees may be appointed at the discretion of the Board president. The committee shall be considered discharged upon completion of its assignment and final report to the Board.

# **ARTICLE VIII. BOOKS AND RECORDS**

The Mackinac County Wellness Coalition shall keep complete books and records of account and minutes of the proceedings of the Board of Directors.

# **ARTICLE IX. General**

## **Section 1.**

An affirmative vote of a majority of all trustees present shall be necessary to approve any action by the Board. The secretary shall indicate in the record that the decision was reached in this matter.

## **Section 2.**

The by-laws and library policy may be amended by a majority vote of the seven appointed board members at an official meeting of the Board, provided that members are previously informed.

## ADOPTION OF BYLAWS

We, the undersigned, are all of the initial directors or incorporators of this Mackinac County Wellness Coalition, and we consent to, and hereby do, adopt the foregoing Bylaws, consisting of the ## preceding pages, as the Bylaws of this corporation.

ADOPTED AND APPROVED by the Board on this 27<sup>th</sup> day of August, 2019.

Signature: Samantha A. Radecki

Printed Name: Samantha Radecki

Signature: Susan M. Kirkman

Printed Name: SUSAN M. Kirkman

Signature: Hannah E. Grogan

Printed Name: Hannah E. Grogan

Signature: Michael Grisdale


Printed Name: Michael Grisdale

Signature: Betsy Dayrell-Hait

Printed Name: Betsy Dayrell-Hait

Signature: Betsy Babione

Printed Name: Betsy Babione

Signature: 

Printed Name: Alycia Inghoven

Signature: \_\_\_\_\_

Printed Name: \_\_\_\_\_